

IN THE UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

FISHMAN HAYGOOD PHELPS
WALMSLEY, WILLIS & SWANSON,
L.L.P., *and all others similarly situated*,

Plaintiffs,

vs.

STATE STREET CORPORATION, STATE
STREET BANK AND TRUST CO., STATE
STREET BANK AND TRUST CO. OF
NEW HAMPSHIRE, AND STATE STREET
GLOBAL ADVISORS,

Defendants.

CASE NO. 1:09-cv-10533-PBS

**DECLARATION OF DAWN M. WILSON IN SUPPORT OF DEFENDANTS’
OPPOSITION TO PLAINTIFF’S MOTION TO COMPEL PRODUCTION OF
ADDITIONAL WITNESS TO PROVIDE TESTIMONY ON BEHALF OF
DEFENDANTS PURSUANT TO FEDERAL RULE OF CIVIL PROCEDURE 30(b)(6)**

I, DAWN M. WILSON, hereby declare as follows pursuant to 28 U.S.C. § 1746:

1. I am an attorney associated with the law firm of Wilmer Cutler Pickering Hale and Dorr LLP, counsel for Defendants State Street Corporation, State Street Bank and Trust Company (together with its division State Street Global Advisors), and State Street Bank and Trust Company of New Hampshire (“Defendants”), in the above-captioned action. I submit this Declaration in support of Defendants’ Opposition to Plaintiff’s Motion to Compel Production of Additional Witness to Provide Testimony on Behalf of Defendants Pursuant to Federal Rule of Civil Procedure 30(b)(6).

2. Attached as Exhibit A is a true and correct copy of an excerpt of the American Bar Association Members/State Street Collective Trust December 31, 2008 Form 10-K (filed March 27, 2009).
3. Attached as Exhibit B is a true and correct copy of an excerpt of the Securities Lending Authorization Agreement between State Street Bank and Trust Company as Trustee of the ABA Members/State Street Collective Trust and State Street Bank and Trust Company.
4. Attached as Exhibit C is a true and correct copy of an excerpt of the State Street Bank and Trust Company Quality Funds for Short-Term Investment Declaration of Trust, dated January 25, 1995.
5. Attached as Exhibit D is a true and correct copy of an excerpt of the State Street Bank and Trust Company Quality D Short-Term Investment Fund Financial Statements, dated December 31, 2008.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 29, 2010.

/s/ Dawn M. Wilson
Dawn M. Wilson (*pro hac vice*)
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CERTIFICATE OF SERVICE

I hereby certify that on February 4, 2010, I caused a copy of this Document and its attachments to be served electronically, via the electronic filing system, on the registered participants as identified on the Notice of Electronic Filing (NEF) and by first-class mail on those indicated as non-registered participants.

/s/ Lori A. Martin

Lori A. Martin